



#### **CARTA PODER**

## L1BRE HOLDING, LLC

El suscrito, en mi carácter de representante de L1bre Holding, LLC, por la presente otorgo al señor José Guillermo García Granados Torres un poder especial en cuanto a su objeto, pero tan amplio como en derecho proceda en cuanto a las facultades que se le confieren, para que en nombre y representación de L1bre Holding, LLC, comparezca a la asamblea general de socios y/o firme las resoluciones unánimes por escrito de los socios de Servicios Digitales Lusad, S. de R.L. de C.V. (la "Sociedad"), a celebrarse en esta misma fecha, a efecto de aprobar y/o resolver los asuntos contenidos en el siguiente:

## ORDEN DEL DÍA

- I. Discusión y, en su caso aprobación de la remoción de los señores Santiago León Aveleyra y Eduardo Zayas Dueñas como miembros del Consejo de Gerentes de la Sociedad, en virtud de que mediante diversas resoluciones adoptadas el 14 de febrero de 2019, se determinó fincarles responsabilidad por unanimidad de los socios en términos de la fracción VII del artículo 78 de Ley General de Sociedades Mercantiles, y por lo tanto en términos del segundo párrafo del artículo 162 de la Ley General de Sociedades Mercantiles, cesaron inmediatamente en sus funciones, tal y como resolvió el C. Juez Trigésimo de lo Civil del Tribunal Superior de Justicia de la Ciudad de México mediante resolución de fecha 21 de febrero de 2019, dictada en el expediente 191/2019.
- II. Revocación de poderes generales y especiales que se hubieren otorgado a los señores Santiago León Aveleyra y Eduardo Zayas Dueñas como miembros del Consejo de Gerentes de la Sociedad, o en cualquier otro carácter por parte de la Sociedad.
- Ratificación de los Señores Fabio Massimo Covarrubias Piffer y Julio A. Belmont III. Garibay como miembros del Consejo de Administración de la Sociedad, con todas las facultades que establecen para su encargo los estatutos sociales.
- IV. Designación de los delegados para formalizar los acuerdos adoptados en esta Asamblea.

Fabio Massimo Covarrubias Piffer en nombre y representación de L1bre Holding, LLC

**TESTIGOS** 

Nombre: José Antonio Álvarez Tamayo

Nombre: Maria Enriqueta Benavides

# [stamp:]JOSE MARIA MORERA GONZALES FEDERAL DISTRICT, MEXICO UNITED MEXICAN STATES

#### **POWER TO ATTORNEY**

#### L1BRE HOLDING, LLC

The undersigned, in my capacity as representative of L1bre Holding, LLC, hereby grants Mr. José Guillermo García Granados Torres a special power of attorney in relation to its purpose, but as broad and sufficient as may be required by the power conferred upon him, in order that in the name and on behalf of L1bre Holding, LLC, he may appear before the shareholders' general meeting and/or sign the written unanimous resolutions of the shareholders of Servicios Digitales Lusad, S. de R.L. of C.V. (the "Company"), to be held on this same date, in order to approve and/or resolve the matters contained in the following:

#### **AGENDA**

- I. Discussion and, if applicable, approval of the removal of Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company, pursuant to the fact that through various resolutions adopted on February 14, 2019, it was determined to hold them liable by unanimous agreement of the shareholders in terms of section VII of article 78 of the General Law of Commercial Corporations, and therefore in terms of the second paragraph of article 162 of the General Law of Commercial Corporations, they have immediately ceased in their roles, as ordered by the Thirtieth Civil Judge of the High Court of Justice of Mexico City as per resolution dated February 21, 2019, entered in the case file 191/2019.
- II. Revocation of general and special powers of attorney that may have been granted to Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company, or in any other capacity by the Company.
- III. Ratification of Messrs. Fabio Massimo Covarrubias Piffer and Julio A. Belmont Garibay as members of the Board of Directors of the Company, with all the powers established by the articles of incorporation for their assignment.
- IV. Appointment of delegates to formalize the agreements adopted in this Assembly.

Sincerely,
February 22 2019
[signature]

Fabio Massimo Covarrubias Piffer in name and on behalf of L1bre Holding, LLC

## WITNESSES

[signature] [signature]

Name: José Antonio Alvarez Tamayo Name: María Enriqueta Benavides



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## CERTIFIED TRANSLATION

I, Wolf Markowitz, Manager at Targem Translations, Inc., located at 143 Rodney Street in Brooklyn, New York, a language service firm with a track record of providing expert language services to the business and legal community of more than 50 years, do hereby certify that our team of translators, editors and proofreaders are professionally trained and vastly experienced in providing professional translations, from Spanish to English and vice versa; and they have professionally translated the document referenced as "Power to Attorney" from Spanish to English, faithfully, accurately and completely, to the best of their expertise and experience.

Date: April 18, 2019

Wolf Markowitz

Signature of Notary

ROCHAL WEISS

NOTARY PUBLIC-STATE OF NEW YORK

No 01WE6293785

Qualified in Kings County

My Commission Expires 12-16-2021

